

**PRESENTMENT DATE: 2/15/06**  
**AT: 12:00 NOON**

**OBJECTIONS DUE: 2/15/06**  
**AT: 11:00 A.M.**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: :  
: Chapter 11  
DELPHI CORPORATION *et al.*, : Case No. 05-44481 (RDD)  
: (Jointly Administered)  
: Debtors. :  
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**NOTICE OF PRESENTMENT OF  
STIPULATION AND ORDER RESOLVING MOTION BY  
PEPCO ENERGY SERVICES, INC. FOR ORDER OF RELIEF FROM  
AUTOMATIC STAY, OR IN THE ALTERNATIVE, FOR ORDER  
COMPELLING DEBTORS TO ASSUME OR REJECT SALES AGREEMENT**

**PLEASE TAKE NOTICE** that Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, Debtors and Debtors in Possession in the above-captioned cases, by their Bankruptcy co-counsel, Togut, Segal & Segal LLP, will present a proposed Stipulation and Order resolving the Motion by Pepco Energy Services, Inc. for Order of relief from automatic stay, or in the alternative, for Order compelling debtors to assume or reject sales agreement, a true and complete copy of which is annexed

hereto, to the Honorable Robert D. Drain, United States Bankruptcy Judge, in his Chambers, Room 632 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on February 15, 2006 at 12:00 noon.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to approval of the Stipulation and Order (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order under 11 U.S.C. §§ 102 (1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (i) Omnibus Hearing Dates, (ii) Certain Notice, Case Management, and Administrative Procedures, and (iii) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel); (ii) co-counsel for the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119 (Attn: Neil Berger, Esq.); (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman); (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican); (v) commercial and litigation counsel to the Debtors, Butzel & Long,

P.C., 100 Bloomfield Hills Parkway, Suite 200, Bloomfield Hills, MI 48304 (Attn: James Darien); (vi) counsel for Pepco Energy Services, Inc., Whiteford, Taylor & Preston L.L.P., 7 Saint Paul Street, Baltimore, Maryland 21202 (Attn: Brent C. Strickland, Esq.); (vii) co-counsel for the Official Committee of Unsecured Creditors, WarnerStevens LLP, 301 Commerce Street, Suite 1700, Fort Worth, Texas 76102 (Attn: Jeffrey A. Resler, Esq.); and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard), in each case so as to be **received** no later than **11:00 a.m. (Prevailing Eastern Time) on February 15, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those timely-written objections made in accordance herewith, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court, and that if no objections to the Stipulation and Order are timely filed and served the Bankruptcy Court may enter the proposed Stipulation and Order.

Dated: New York, New York  
February 2, 2006

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for  
Delphi Corporation, *et al.*,  
Debtors and Debtors-in-Possession  
By:

/s/Neil Berger  
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